

Michael F. Rettig
Senior Environmental
and Corporate Counsel
(901) 680-5936

Thomas & Betts Corporation
1555 Lynnfield Road
Memphis, TN 38119
(901) 682-7766
Facsimile (901) 680-5960

Thomas & Betts

August 9, 1996

VIA FEDERAL EXPRESS

CONFIDENTIAL SETTLEMENT DOCUMENT

Damaris Urdaz Cristiano, Esq.
Assistant Regional Counsel
Office of Regional Counsel
U.S. ENVIRONMENTAL PROTECTION AGENCY
Region II
290 Broadway, 17th Floor
New York, New York 10007

Re: Scientific Chemical Processing ("SCP") Superfund Site -- Interest in Participating in the De Minimis Settlement on behalf of Penetone/Amerace Corporation

Dear Ms. Cristiano:

In January 1996, Amerace Corporation ("Amerace") became a wholly-owned subsidiary of Thomas & Betts Corporation ("Thomas & Betts"). From July 31, 1963 until February 26, 1976, Amerace owned and operated The Penetone Company as its Penetone Division ("Penetone"). Based on information provided to Amerace by the SCP Site PRP Group (the "PRP Group"), it appears that the Penetone Division of Amerace generated waste that may have been (but is not known to have been) transported to the SCP Site.

According to the PRP Group's analysis of the "waste in" information for the Penetone Division of Amerace, Penetone generated 5,325 gallons of waste which may have been transported (but is not known to have been transported) to the SCP Site. (See attached copies of North Jersey Refining Company, Inc. Invoices dated October 29, 1965 (allocated as 4,500 gallons of methylene chloride) and October 11, 1965 (allocated as 825 gallons of trichloroethylene)). According to the PRP Group, Amerace/Penetone is being provided an opportunity to enter into a de minimis settlement based on an alleged contribution of 2,662.50 gallons (50% of the waste with an unknown destination).

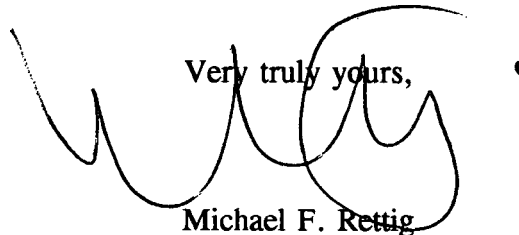
598824



Damaris Urdaz Cristiano, Esq.
U.S. ENVIRONMENTAL PROTECTION AGENCY
August 9, 1996
Page 2

This letter is an expression of interest by Thomas & Betts, on behalf of Amerace/ Penetone, to enter into a de minimis settlement based on the above. The settlement should be in the name of both Amerace and Penetone. Of course, nothing set forth in this letter shall be deemed an admission of any type of liability by Thomas & Betts or Amerace/Penetone, and the contents of this letter shall be treated as a confidential settlement document and shall not be admissible in any legal proceeding.

Please forward relevant information to me concerning the de minimis settlement when available. Please do not hesitate to call me should you have questions or require any additional information.

Very truly yours, 
Michael F. Rettig

MFR:as
Enclosure

cc: Elizabeth Yu, Esq.
Environmental Enforcement Division
U.S. DEPARTMENT OF JUSTICE
1425 New York Avenue, N.W., Room 13071
Washington, D.C. 20005

Richard Puvogel
U.S. ENVIRONMENTAL PROTECTION AGENCY
Region II
290 Broadway, 19th Floor
New York, New York 10007

(above with enclosure and via Federal Express)

Damaris Urdaz Cristiano, Esq.
U.S. ENVIRONMENTAL PROTECTION AGENCY
August 9, 1996
Page 3

William L. Warren, Esq.
DRINKER BIDDLE & REATH
1009 Lenox Drive, Building 4
Lawrenceville, New Jersey 08648
(via telecopy 609/895-1329)

Sara Beth Watson, Esq.
STEPTOE & JOHNSON, LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20035-1795
(via telecopy 202/429-3902)

NORTH JERSEY REFINING COMPANY, INC.

CALITASK N.L.

WILLIAM H. HARRIS

No. 62 D 4460

**The Penetone Company
74 Hudson Avenue
Tenafly, New Jersey**

INVOICE DATE

Oct. 29th, 1965

OUR ORDER NO.

YOUR ORDER NO.

A-4724

TERMS

F.O.B.

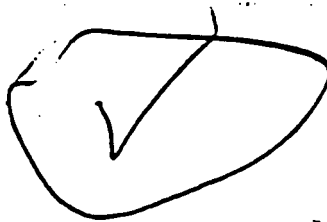
SALESMAN

SHIPPED VIA

Zila's Trans.

SHIPPED TO

SAGE

QUANTITY	DESCRIPTION	PRICE	AMOUNT
1	Bulk Shipment via tank truck Recovered Methylene Chloride 20520# (Dewurrage)	.09	1846.8
	Remarks: Weight slip attached		1855.8
		NJR.	922

INVOICE

NORTH JERSEY REFINING COMPANY, INC.

300 PATTERSON PLANK RD. • P.O. BOX 125

CARLESTADT, N.J.

WILSON 9-0000

No. 62 D 4397

The Penetone Company
74 Hudson Avenue,
Tenafly, New Jersey

INVOICE DATE	Oct. 11th, 1965
OUR ORDER NO.	
YOUR ORDER NO.	A-4588
TERMS	Net 10 days Your plant
SALESMAN	
SHIPPED VIA	Our truck

SHIPPED TO

Sare

QUANTITY	DESCRIPTION	PRICE	AMOUNT
10	Drums Recovered Triethyleneglycol (6600 lbs.)	.085	561.0
	Less 10%		56.1
	Less credit for drums supplied		1504.9
			40.0
			8464.9
	NJR	826	